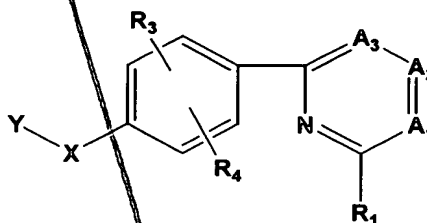


Amendments

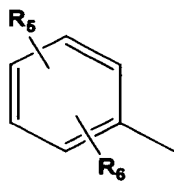
In the Claims:

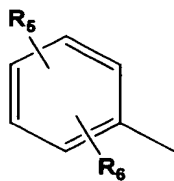
Please substitute the following claim 1 for the pending claim 1:

1. (Twice amended) A compound having the Formula I:



or a pharmaceutically acceptable salt, prodrug or solvate thereof, wherein:



Y is  or R₇,

provided that when Y is R₇, R₁ is aminocarbonyl;

A₁ is N and A₂ and A₃ are CR₂, or A₃ is N and A₁ and A₂ are CR₂;

R₁ is selected from the group consisting of an optionally substituted alkyl, amino, alkylthio, C(O)R₈, SO₂R₈, OC(O)NH₂, 2-imidazolyl, 2-imidazolyl, 3-pyrazolyl, 5-isoxazolyl, and 3-(1,2,4)-triazolyl;

each R₂ is selected from the group consisting of hydrogen, optionally substituted alkyl, alkenyl, or alkynyl, halogen, hydroxy, cycloalkyl, cyano, amino, alkylamino, dialkylamino, alkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, alkylcarbonylamino, arylcarbonylamino, and aralkylcarbonylamino; or R₁ and R₂ are taken together with the carbon atoms to which they are attached to form a heterocyclic ring;

R₃, R₄, R₅, and R₆ are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro, amino, cyano, amide, carboxyalkyl, alkoxyalkyl, ureido, acylamino, thiol, acyloxy,

azido, alkoxy, carboxy, carbonylamido and alkylthiol;

R_7 is an optionally substituted alkyl;

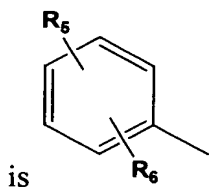
R_8 is selected from the group consisting of alkyl, alkenyl, alkynyl, OR_9 , amino, alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, dialkylaminoalkylamino, dialkylaminoalkenylamino, alkylaminoalkenyl-amino, hydroxyaminoalkenylamino, cycloalkyl, heterocycloalkyl, cycloalkylalkylamino, heterocycloalkylamino, aryl, arylalkyl, arylalkenyl, arylalkynyl, and arylalkylamino, all of which can be optionally substituted, provided that R_8 is not OR_9 when R_1 is SO_2R_8 ; wherein

R_9 is selected from the group consisting of hydrogen, optionally substituted alkyl, and an alkali metal; and

X is one of O, S, NH, or CH_2 when Y is other than R_7 ; or

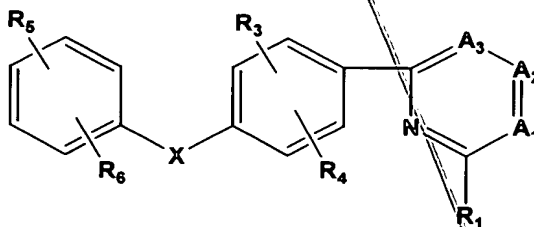
X is one of O, S, NH, CH_2 or absent when Y is R_7 ;

with the provisos that R_2 is not methoxy if R_5 is trifluoromethyl, R_6 is H, X is O and R_1 is SO_2CH_2Ph ; or each R_2 is hydrogen when R_1 is carboxy, X is O, A_1 is N, and Y



Please substitute the following claim 2 for the pending claim 2:

2. (Twice Amended) A compound having the Formula II:



or a pharmaceutically acceptable salt, prodrug or solvate thereof, wherein:

A_1 is N and A_2 and A_3 are CR_2 , or A_3 is N and A_1 and A_2 are CR_2 ;

R_1 is selected from the group consisting an optionally substituted alkyl, amino, alkylthio, $C(O)R_8$, SO_2R_8 , $OC(O)NH_2$, 2-imidazolyl, 2-imidazolyl, 3-pyrazolyl, 5-isoxazolyl, and 3-(1,2,4)-triazolyl;

each R_2 is selected from the group consisting of hydrogen, optionally substituted alkyl, alkenyl, or alkynyl, halogen, hydroxy, cycloalkyl, cyano, amino, alkylamino, dialkylamino, alkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, alkylcarbonylamino, arylcarbonylamino, and aralkylcarbonylamino; or R_1 and R_2 are taken together with the carbon atoms to which they are attached to form a heterocyclic ring;

R_3 , R_4 , R_5 , and R_6 are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro, amino, cyano, amide, carboxyalkyl, alkoxyalkyl, ureido, acylamino, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido and alkylthiol; and

R_8 is selected from the group consisting of alkyl, alkenyl, alkynyl, OR_9 , amino, alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, dialkylaminoalkylamino, dialkylaminoalkenylamino, alkylaminoalkenyl-amino, hydroxyaminoalkenylamino, cycloalkyl, heterocycloalkyl, cycloalkylalkylamino, heterocycloalkylamino, aryl, arylalkyl, arylalkenyl, arylalkynyl, and arylalkylamino, all of which can be optionally substituted, provided that R_8 is not OR_9 when R_1 is SO_2R_8 ; wherein

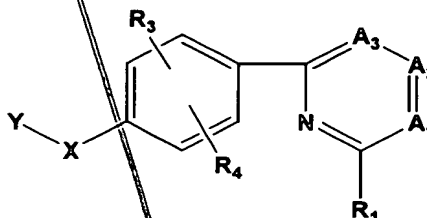
R_9 is selected from the group consisting of hydrogen, optionally substituted alkyl, and an alkali metal; and

X is one of O, S, NH, or CH_2 ;

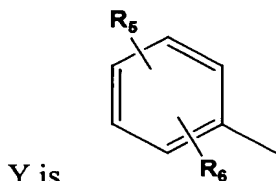
with the provisos that R_2 is not methoxy if R_5 is trifluoromethyl, R_6 is H, X is O and R_1 is SO_2CH_2Ph ; or each R_2 is hydrogen when R_1 is carboxy, X is O, and A_1 is N.

Please substitute the following claim 50 for the pending claim 50:

50. (Twice Amended) A pharmaceutical composition, comprising the compound of formula:



or a pharmaceutically acceptable salt, prodrug or solvate thereof, wherein:



Y is

or R₇, provided that when Y is R₇, R₁ is

aminocarbonyl;

A₁ is N and A₂ and A₃ are CR₂; or A₃ is N and A₁ and A₂ are CR₂;

R₁ is selected from the group consisting an optionally substituted alkyl, amino, alkylthio, C(O)R₈, SO₂R₈, OC(O)NH₂, 2-imidazolyl, 2-imidazolyl, 3-pyrazolyl, 5-isoxazolyl, and 3-(1,2,4)-triazolyl;

each R₂ is selected from the group consisting of hydrogen, optionally substituted alkyl, alkenyl, or alkynyl, halogen, hydroxy, cycloalkyl, cyano, amino, alkylamino, dialkylamino, alkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, alkylcarbonylamino, arylcarbonylamino, and aralkylcarbonylamino; or R₁ and R₂ are taken together with the carbon atoms to which they are attached to form a heterocyclic ring;

R₃, R₄, R₅, and R₆ are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro, amino, cyano, amide, carboxyalkyl, alkoxyalkyl, ureido, acylamino, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido and alkylthiol;

R₇ is an optionally substituted alkyl;

R₈ is selected from the group consisting of alkyl, alkenyl, alkynyl, OR₉, amino,

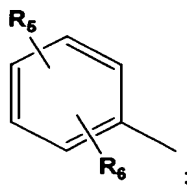
alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, dialkylaminoalkylamino, dialkylaminoalkenylamino, alkylaminoalkenyl-amino, hydroxyaminoalkenylamino, cycloalkyl, heterocycloalkyl, cycloalkylalkylamino, heterocycloalkylamino, aryl, arylalkyl, arylalkenyl, arylalkynyl, and arylalkylamino, all of which can be optionally substituted, provided that R_8 is not OR_9 when R_1 is SO_2R_8 ; wherein

R_9 is selected from the group consisting of hydrogen, optionally substituted alkyl, and an alkali metal; and

X is one of O, S, NH, or CH_2 when Y is other than R_7 ; or

X is one of O, S, NH, CH_2 or absent when Y is R_7 ;

with the proviso that each R_2 is hydrogen when R_1 is carboxy, X is O, A_1 is N,



and Y is

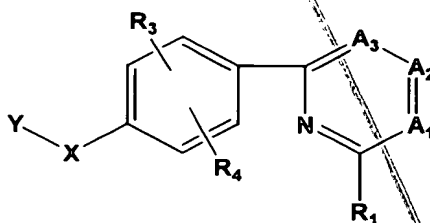
and a pharmaceutically acceptable carrier or diluent.

Please substitute the following claim 51 for the pending claim 51:

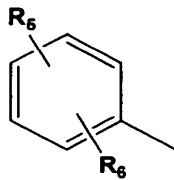
51. (Twice Amended) The composition of claim 50, wherein the compound is as claimed in any one of claims 1, 2, 63, or 69.

Please substitute the following claim 63 for the pending claim 63:

63. (Once Amended) A compound having the Formula I:



or a pharmaceutically acceptable salt, prodrug or solvate thereof, wherein:



Y is  or R₇,

provided that when Y is R₇, R₁ is aminocarbonyl;

A₁ is N and A₂ and A₃ are CR₂; or A₃ is N and A₁ and A₂ are CR₂;

R₁ is selected from the group consisting of an optionally substituted alkyl, amino, alkylthio, C(O)R₈, SO₂R₈, OC(O)NH₂, 2-imidazolyl, 2-imidazolyl, 3-pyrazolyl, 5-isoxazolyl, and 3-(1,2,4)-triazolyl;

each R₂ is selected from the group consisting of hydrogen, optionally substituted alkyl, alkenyl, or alkynyl, halogen, hydroxy, cycloalkyl, cyano, alkylamino, dialkylamino, alkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, and aralkylcarbonylamino; or R₁ and R₂ are taken together with the carbon atoms to which they are attached to form a heterocyclic ring;

R₃, R₄, R₅, and R₆ are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro, amino, cyano, amide, carboxyalkyl, alkoxyalkyl, ureido, acylamino, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido and alkylthiol;

R₇ is an optionally substituted alkyl;

R₈ is selected from the group consisting of alkyl, alkenyl, alkynyl, OR₉, amino, alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, dialkylaminoalkylamino, dialkylaminoalkenylamino, alkylaminoalkenyl-amino, hydroxyaminoalkenylamino, cycloalkyl, heterocycloalkyl, cycloalkylalkylamino, heterocycloalkylamino, aryl, arylalkyl, arylalkenyl, arylalkynyl, and arylalkylamino, all of which can be optionally substituted, provided that R₈ is not OR₉ when R₁ is SO₂R₈; wherein

R₉ is selected from the group consisting of hydrogen, optionally substituted alkyl, and an alkali metal; and

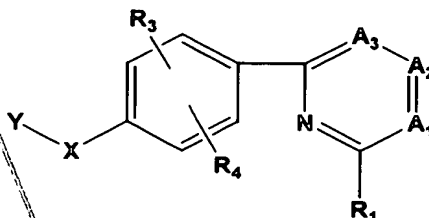
X is one of O, S, NH, or CH₂ when Y is other than R₇; or

X is one of O, S, NH, CH₂ or absent when Y is R₇;

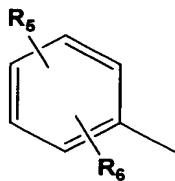
with the proviso that R₂ is not methoxy if R₅ is trifluoromethyl, R₆ is H, X is O and R₁ is SO₂CH₂Ph.

Please substitute the following claim 68 for the pending claim 68:

68. (Once Amended) A pharmaceutical composition, comprising the compound of formula:



or a pharmaceutically acceptable salt, prodrug or solvate thereof, wherein:



Y is

or R₇, provided that when Y is R₇, R₁ is

aminocarbonyl;

A₁ is N and A₂ and A₃ are CR₂; or A₃ is N and A₁ and A₂ are CR₂;

R₁ is selected from the group consisting an optionally substituted alkyl, amino, alkylthio, C(O)R₈, SO₂R₈, OC(O)NH₂, 2-imidazolyl, 2-imidazolyl, 3-pyrazolyl, 5-isoxazolyl, and 3-(1,2,4)-triazolyl;

each R₂ is selected from the group consisting of hydrogen, optionally substituted alkyl, alkenyl, or alkynyl, halogen, hydroxy, cycloalkyl, cyano, alkylamino, dialkylamino, alkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, and aralkylcarbonylamino; or R₁ and R₂ are taken together with the carbon atoms to which they are attached to form a heterocyclic ring;

R₃, R₄, R₅, and R₆ are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro, amino, cyano, amide, carboxyalkyl, alkoxyalkyl, ureido, acylamino, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido and alkylthiol;

R₇ is an optionally substituted alkyl;

R₈ is selected from the group consisting of alkyl, alkenyl, alkynyl, OR₉, amino, alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, dialkylaminoalkylamino,

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dialkylaminoalkenylamino, alkylaminoalkenyl-amino, hydroxyaminoalkenylamino, cycloalkyl, heterocycloalkyl, cycloalkylalkylamino, heterocycloalkylamino, aryl, arylalkyl, arylalkenyl, arylalkynyl, and arylalkylamino, all of which can be optionally substituted, provided that R_8 is not OR_9 when R_1 is SO_2R_8 ; wherein

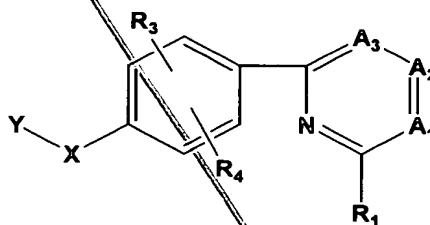
R_9 is selected from the group consisting of hydrogen, optionally substituted alkyl, and an alkali metal; and

X is one of O, S, NH, or CH_2 when Y is other than R_7 ; or

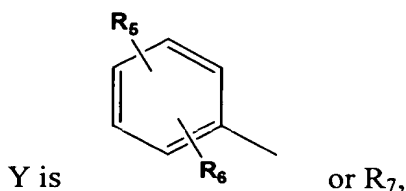
X is one of O, S, NH, CH_2 or absent when Y is R_7 ; and a pharmaceutically acceptable carrier or diluent.

Please add the following new claims 69-71:

69. (New) A compound having the Formula I:



or a pharmaceutically acceptable salt, prodrug or solvate thereof, wherein:



provided that when Y is R_7 , R_1 is aminocarbonyl;

A_1 is N and A_2 and A_3 are CR_2 , or A_3 is N and A_1 and A_2 are CR_2 ;

R_1 is selected from the group consisting an optionally substituted alkyl, amino, alkylthio, $C(O)R_8$, SO_2R_8 , $OC(O)NH_2$, 2-imidazolyl, 2-imidazolyl, 3-pyrazolyl, 5-isoxazolyl, and 3-(1,2,4)-triazolyl;

each R_2 is selected from the group consisting of hydrogen, optionally substituted alkyl, alkenyl, or alkynyl, halogen, hydroxy, cycloalkyl, cyano, amino, alkylamino, dialkylamino, alkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, alkylcarbonylamino, arylcarbonylamino, and

aralkylcarbonylamino; or R_1 and R_2 are taken together with the carbon atoms to which they are attached to form a heterocyclic ring;

R_3 , R_4 , R_5 , and R_6 are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro, amino, cyano, amide, carboxyalkyl, alkoxyalkyl, ureido, acylamino, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido and alkylthiol;

R_7 is an optionally substituted alkyl;

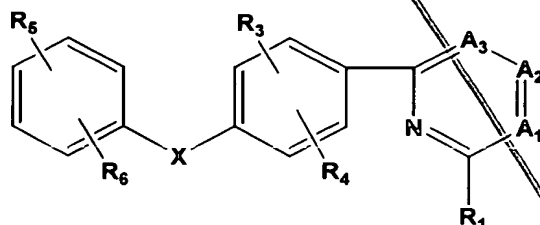
R_8 is selected from the group consisting of alkyl, alkenyl, alkynyl, OR_9 , amino, alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, dialkylaminoalkylamino, dialkylaminoalkenylamino, alkylaminoalkenyl-amino, hydroxyaminoalkenylamino, cycloalkyl, heterocycloalkyl, cycloalkylalkylamino, heterocycloalkylamino, aryl, arylalkyl, arylalkenyl, arylalkynyl, and arylalkylamino, all of which can be optionally substituted, provided that R_8 is not OR_9 when R_1 is SO_2R_8 ; wherein

R_9 is selected from the group consisting of hydrogen, optionally substituted alkyl, and an alkali metal; and

X is one of S, NH, or CH_2 when Y is other than R_7 ; or

X is one of O, S, NH, CH_2 or absent when Y is R_7 .

70. (New) The compound of claim 2 having the Formula III:



or a pharmaceutically acceptable salt, prodrug or solvate thereof, wherein:

A_1 is N and A_2 and A_3 are CR_2 ;

R_1 is selected from the group consisting an optionally substituted alkyl, amino, alkylthio, $C(O)R_8$, SO_2R_8 , $OC(O)NH_2$, 2-imidazolyl, 2-imidazolyl, 3-pyrazolyl, 5-isoxazolyl, and 3-(1,2,4)-triazolyl;

each R_2 is selected from the group consisting of hydrogen, optionally substituted alkyl, alkenyl, or alkynyl, halogen, hydroxy, cycloalkyl, cyano, amino, alkylamino, dialkylamino, alkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl,

aralkylaminocarbonyl, alkylcarbonylamino, arylcarbonylamino, and aralkylcarbonylamino; or R_1 and R_2 are taken together with the carbon atoms to which they are attached to form a heterocyclic ring;

R_3 , R_4 , R_5 , and R_6 are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro, amino, cyano, amide, carboxyalkyl, alkoxyalkyl, ureido, acylamino, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido and alkylthiol; and

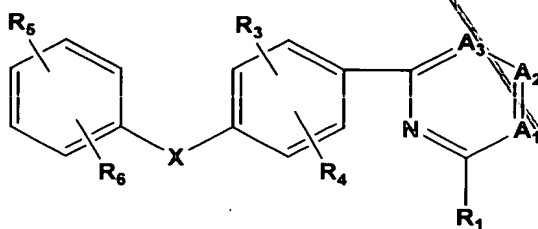
R_8 is selected from the group consisting of alkyl, alkenyl, alkynyl, OR_9 , amino, alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, dialkylaminoalkylamino, dialkylaminoalkenylamino, alkylaminoalkenyl-amino, hydroxyaminoalkenylamino, cycloalkyl, heterocycloalkyl, cycloalkylalkylamino, heterocycloalkylamino, aryl, arylalkyl, arylalkenyl, arylalkynyl, and arylalkylamino, all of which can be optionally substituted, provided that R_8 is not OR_9 when R_1 is SO_2R_8 ; wherein

R_9 is selected from the group consisting of optionally substituted alkyl and an alkali metal; and

X is one of O, S, NH, or CH_2 ;

with the proviso that R_2 is not methoxy if R_5 is trifluoromethyl, R_6 is H, X is O and R_1 is SO_2CH_2Ph .

71. (New) The compound of claim 2 having the Formula III:



or a pharmaceutically acceptable salt, prodrug or solvate thereof, wherein:

A_3 is N and A_1 and A_2 are CR_2 ;

R_1 is selected from the group consisting an optionally substituted alkyl, amino, alkylthio, $C(O)R_8$, SO_2R_8 , $OC(O)NH_2$, 2-imidazolyl, 2-imidazolyl, 3-pyrazolyl, 5-isoxazolyl, and 3-(1,2,4)-triazolyl;

each R_2 is selected from the group consisting of hydrogen, optionally substituted alkyl, alkenyl, or alkynyl, halogen, hydroxy, cycloalkyl, cyano, amino, alkylamino,

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dialkylamino, alkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, alkylcarbonylamino, arylcarbonylamino, and aralkylcarbonylamino; or R_1 and R_2 are taken together with the carbon atoms to which they are attached to form a heterocyclic ring;

R_3 , R_4 , R_5 , and R_6 are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro, amino, cyano, amide, carboxyalkyl, alkoxyalkyl, ureido, acylamino, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido and alkylthiol; and

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 R_8 is selected from the group consisting of alkyl, alkenyl, alkynyl, OR_9 , amino, alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, dialkylaminoalkylamino, dialkylaminoalkenylamino, alkylaminoalkenyl-amino, hydroxyaminoalkenylamino, cycloalkyl, heterocycloalkyl, cycloalkylalkylamino, heterocycloalkylamino, aryl, arylalkyl, arylalkenyl, arylalkynyl, and arylalkylamino, all of which can be optionally substituted, provided that R_8 is not OR_9 when R_1 is SO_2R_8 ; wherein

R_9 is selected from the group consisting of hydrogen, optionally substituted alkyl, and an alkali metal; and

X is one of O, S, NH, or CH_2 ;

with the proviso that R_2 is not methoxy if R_5 is trifluoromethyl, R_6 is H, X is O and R_1 is SO_2CH_2Ph .